

BERUSCHI & COMPANY

Barristers & Solicitors

Anthony J. Beruschi B.Sc., LL.B.
Douglas E. Eacrett B.Comm., C.A., LL.B.

Suite #501 - 905 West Pender Street
Vancouver, British Columbia, V6C 1L6
Tel: (604)669-3116 Fax: (604)669-5886
E-Mail: gwagner@beruschi.com

September 19, 2003



03032366

Securities & Exchange Commission
Division of Corporate Finance
Room 3026 - 450 Fifth Street N.W.
Washington, DC 20549

Attention: Office of International Corporate Finance

Dear Sirs:

**Re: Pacific Topaz Resources Ltd. (the "Issuer")
Filing of documents under Section 12g3-2(b),
Securities Act of 1934
File No. 82-1285**

SUPPL

PROCESSED

OCT 07 2003

THOMSON
FINANCIAL

03 SEP 30 11 17:21

With respect to the Issuer's exemption pursuant to Section 12g3-2(b) of the *Securities Act* of 1934, we submit for recording the following documents that was filed, published or distributed to security holders since July 8, 2003:

- A. Copy of Yukon Annual Return as at August 25, 2002.
- B. Copy of Yukon Annual Return as at August 25, 2003.
- C. Copy of Yukon Notice of Change of Directors dated August 22, 2003.
- D. Copy of the Issuer's Annual Report on Form 16 as of February 21, 2003.
- E. Copy of British Columbia Notice of Change of Directors dated August 22, 2003.
- F. Unaudited Financial Statements and accompanying Quarterly Report
 - copy of unaudited financial statements for the period ended May 31, 2003 with relevant Quarterly report on BC Form 51-901F
- G. Copy of news release issued during the relevant period.

De 9/30

BERUSCHI & COMPANY

September 19, 2003

Page 2

H. Copy of BC Form 53-901F filed with the British Columbia and Alberta Securities Commissions.

Please acknowledge receipt of these documents on the enclosed copy of this letter and return it in the enclosed self-addressed envelope.

Sincerely,

BERUSCHI & COMPANY

PER: 

GWEN WEGNER

Paralegal

Enclosures

BUSINESS CORPORATIONS ACT (YUKON)

ANNUAL RETURN

03 SEP 31 AM 7:21

1. Corporation Name: PACIFIC TOPAZ RESOURCES LTD.

2. Corporate Access Number: 26288

3. Corporation's registered office address is:

Suite 501 - 905 West Pender Street
Vancouver, British Columbia
V6C 1L6

4. This report contains information as at: August 25, 2002

5. Corporation's registration date in the Yukon: August 25, 1987

6. The names and addresses of the Directors are:

Marvin G. Palmer
2721 South Garfield
Kennewick, Washington
USA 99336

Neil Palmer
2721 South Garfield
Kennewick, Washington
USA 99336

James Boyce
1376 Arborlynn Drive
North Vancouver, B.C.
V7J 2V3

Raymond W. Roland
305-1132 Haro Street
Vancouver, B.C.
V6E 1C9

John Rizzuti
4019 Hollyridge Pl.
Victoria, B.C.
V8N 5N8

7. The names, addresses and office held of the Officers are:

Marvin G. Palmer
2721 South Garfield
Kennewick, Washington
USA 99336

Neil Palmer
2721 South Garfield
Kennewick, Washington
USA 99336

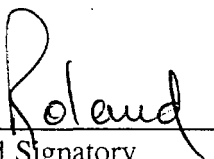
President, CEO and CFO

Secretary

8. All filings required by the *Business Corporations Act* (Yukon) have been made relating to any change in:

- (a) Directors,
- (b) Registered Office Address,
- (c) Attorney(s) Address(es),
- (d) The constating documents of the Corporation.

DATED as of the 25th day of August, 2002.



Authorized Signatory

Director
Title

BUSINESS CORPORATIONS ACT (YUKON)

ANNUAL RETURN

03 SEP 00 01 7:21

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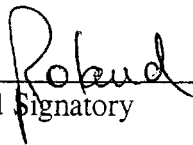
President, CEO and CFO

Secretary

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- (a) Directors,
- (b) Registered Office Address,
- (c) Attorney(s) Address(es),
- (d) The constating documents of the Corporation.

DATED as of the 25th day of August, 2003.



Authorized Signatory

Director

Title

YUKON BUSINESS CORPORATIONS ACT
(Sections 107, 114, and 290)
(Form 1-03)

NOTICE OF DIRECTORS AND OFFICERS OR
NOTICE OF CHANGE OF DIRECTORS AND OFFICERS

1. Name of Corporation: PACIFIC TOPAZ RESOURCES LTD.

2. Notice is given that on the _____ day of _____, 200 , the following person(s) were appointed Director(s):

NAME AND MAILING ADDRESS:

3. Notice is given that on the 29 day of May, 2003, the following person(s) ceased to hold office as Director(s):

NAME AND MAILING ADDRESS:

John Rizzuti 4019 Hollyridge Pl. Victoria, BC V8N 5N8

4. The Officers of the Corporation as of this date are:

| NAME | OFFICES HELD |
|------------------|---------------------|
| Marvin G. Palmer | President, CEO, CFO |
| Neil Palmer | Secretary |

| 5. DATE | SIGNATURE | TITLE |
|-----------------|---|----------|
| August 22, 2003 |  | Director |



A FULL NAME OF COMPANY

B REGISTERED OFFICE ADDRESS

DO NOT MAIL THIS FORM



This form must be filed on the Internet. See reverse for details.

PACIFIC TOPAZ RESOURCES LTD.
501 - 905 WEST PENDER STREET
VANCOUVER BC V6C 1L6

Filing Fee: \$35

A BC Online service fee of \$1.61 applies.

C ACCESS CODE

23607919

D CERTIFICATE OF INCORPORATION NUMBER

260471

E DATE OF INCORPORATION, AMALGAMATION OR CONTINUATION

1983 FEBRUARY 21

F DATE OF ANNUAL REPORT (ANNIVERSARY DATE)

2003 FEBRUARY 21

This company is a reporting company under the *Company Act*

G Has there been a change of registered or records office address? If YES, a Notice to Change Office (Form 4) must be filed. See instructions on reverse.

H Has there been a change of directors? If YES, a Notice of Directors (Form 8/9) must be filed. See instructions on reverse.

I DIRECTORS

| LAST NAME | FIRST NAME AND INITIALS (IF ANY) | RESIDENTIAL ADDRESS | CITY | PROVINCE | POSTAL CODE |
|-------------------------------|----------------------------------|---|------|----------|-------------------------------|
| BOYCE, | JAMES | 1376 ARBORLYNN DRIVE NORTH VANCOUVER B C | | | V7J2V3 |
| PALMER, | MARVIN G. | 2721 SOUTH GARFIELD, KENNEWICK WASHINGTON, 99336 | | | |
| PALMER, | NEIL | 2721 SOUTH GARFIELD, KENNEWICK, WASHINGTON, U.S.A. 99336 | | | |
| RIZZUTI RIZZUTI | JOHN JOHN | 4019 HOLLYRIDGE PL VICTORIA BC 4019 HOLLYRIDGE PL VICTORIA, BC | | | V8N 5N8 V8N 5N8 |
| ROLAND, | RAYMOND W. | 305 1132 HARO ST VANCOUVER BC | | | V6E1C9 |
| | | | | | |

Note: Please sign and date on last page

Telephone: 250 356-8626
Hours: 8:30 – 4:30
(Monday to Friday)

CERTIFICATE OF INCORPORATION NUMBER

260471

PACIFIC TOPAZ RESOURCES LTD.

Please check this form for any errors or omissions.

J OFFICERS

[illegible]

CERTIFIED CORRECT - I have read this form and found it to be correct.

Signature of a current Director, Officer, or Company Solicitor

| | |
|-------------|------|
| DATE SIGNED | YYYY |
|-------------|------|

YYYY MM DD
20 03 08 10

X

NOTICE OF DIRECTORS

Form 9

(Section 132 Company Act)

INSTRUCTIONS:

1. Please type or print in block letters and ensure that the form is signed and dated in ink. Complete all areas of the form. The Registry may have to return documents that do not meet this standard. Attach an additional sheet if more space is required.
2. In Box A, enter the exact name of the company as shown on the Certificate of Incorporation, Amalgamation, Continuation or Change of Name.
3. In Box D and E, enter the last name, first name, and any initials of the company's directors as indicated.
4. In Box E, the residential address of a director must be a complete physical address. You may include general delivery, post office box, rural route, site or comp. number as part of the address, but the Registry cannot accept this information as a complete address. You must also include a postal code. If an area does not have street names or numbers, provide a description that would readily allow a person to locate the director.
5. If changes occur on more than one date, you must complete a separate Notice of Directors form for each date.
6. An individual who has ceased being a director cannot sign this form.
7. Submit this form with a cheque or money order payable to the Minister of Finance and Corporate Relations, or provide the Registry authorization to debit the fee from a BC Online Deposit Account.

B CERTIFICATE OF INCORPORATION NO.

260471

OFFICE USE ONLY - DO NOT WRITE IN THIS AREA

A FULL NAME OF COMPANY

PACIFIC TOPAZ RESOURCES LTD.

C DATE OF CHANGE (Y/M/D)

2003/05/29

D Full names of persons who have ceased to be directors:

LAST NAME

FIRST NAME AND INITIALS (IF ANY)

Rizzuti

John

E Full names and addresses of all the directors of the company as at the date of change listed above:

LAST NAME

FIRST NAME AND INITIALS (IF ANY)

RESIDENTIAL ADDRESS (INCLUDE POSTAL/ZIP CODE)

Boyce

James

1376 Arborlynn Drive, North Vancouver, BC V7J 2V3

Palmer

Marvin G.

2721 South Garfield, Kennewick, Washington, USA 99336

Palmer

Neil

2721 South Garfield, Kennewick, Washington, USA 99336

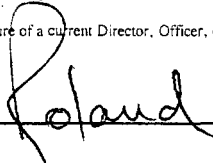
Roland

Raymond W.

305 - 1132 Haro St., Vancouver, BC V6E 1C9

F CERTIFIED CORRECT - I have read this form and found it to be correct

Signature of a current Director, Officer, or Company Solicitor



DATE SIGNED

Y M D

2003/06/22



British Columbia
Securities Commission

03 SEP 2003 7:21

QUARTERLY AND YEAR END REPORT
BC FORM 51-901F (previously Form 61)

Freedom of Information and Protection of Privacy Act: The personal information requested on this form is collected under the authority of and used for the purpose of administering the *Securities Act*. Questions about the collection or use of this information can be directed to the Supervisor, Financial Reporting (604-899-6731), P.O. Box 10142, Pacific Centre, 701 West Georgia Street, Vancouver, BC V7Y 1L2. Toll Free in British Columbia 1-800-373-6393.

INCORPORATED AS PART OF:

☒ Schedule A

☐ Schedules B and C

(Place X in appropriate category.)

ISSUER DETAILS

| NAME OF ISSUER | FOR QUARTER ENDED | DATE OF REPORT YY/MM/DD |
|------------------------------------|---------------------|----------------------------|
| Pacific Topaz Resources Ltd | May 31, 2003 | 2003/07/30 |

ISSUER'S ADDRESS

501 - 905 West Pender Street

| CITY | PROVINCE | POSTAL CODE | ISSUER FAX NO. | ISSUER TELEPHONE NO. |
|-----------|----------|-------------|----------------|----------------------|
| Vancouver | B.C. | V6C 1L6 | (604) 669-5886 | (604) 669-5819 |

| CONTACT PERSON | CONTACT'S POSITION | CONTACT TELEPHONE NO. |
|----------------|--------------------|-----------------------|
| Raymond Roland | President | (604) 669-5819 |

| CONTACT EMAIL ADDRESS | WEB SITE ADDRESS |
|-----------------------|------------------|
| N/A | N/A |

CERTIFICATE

The three schedules required to complete this Report are attached and the disclosure contained therein has been approved by the Board of Directors. A copy of this Report will be provided to any shareholder who requests it.

DIRECTOR'S SIGNATURE

"Raymond Roland"

DIRECTOR'S SIGNATURE

"James Boyce"

PRINT FULL NAME

Raymond Roland

PRINT FULL NAME

James Boyce

DATE SIGNED
YY/MM/DD

2003/07/30

DATE SIGNED
YY/MM/DD

2003/07/30

PACIFIC TOPAZ RESOURCES LTD.

INTERIM CONSOLIDATED FINANCIAL STATEMENTS

May 31, 2003

(Unaudited-Prepared by Management)

PACIFIC TOPAZ RESOURCES LTD.
INTERIM CONSOLIDATED BALANCE SHEET
May 31, 2003, and November 30, 2002

| | <u>ASSETS</u> | (Unaudited) May 31, <u>2003</u> | (Audited) November 30, <u>2002</u> |
|------------------------------|----------------------|---------------------------------------|--|
| Current | | | |
| Cash | | \$ 86 | \$ 718 |
| Accounts receivable | | 20,384 | 12,592 |
| Prepaid expenses | | 3,204 | 171 |
| | | <hr/> | <hr/> |
| | | 23,674 | 13,481 |
| Capital assets – Note 3 | | 12,415 | 14,594 |
| Resource properties – Note 4 | | 182,968 | 180,255 |
| | | <hr/> | <hr/> |
| | | \$ 219,057 | \$ 208,330 |
| | | <hr/> | <hr/> |

| | <u>LIABILITIES</u> | | |
|---------------------------------|---------------------------|------------|------------|
| Current | | | |
| Accounts payable | | \$ 514,923 | \$ 426,369 |
| Due to related parties – Note 6 | | 21,232 | 17,000 |
| Note payable | | 59,920 | 59,920 |
| | | <hr/> | <hr/> |
| | | 596,075 | 503,289 |
| Long-term debt | | 175,000 | 175,000 |
| | | <hr/> | <hr/> |
| | | 771,075 | 678,289 |
| | | <hr/> | <hr/> |

| | <u>SHAREHOLDERS' DEFICIENCY</u> | | |
|------------------------|--|--------------|--------------|
| Share capital - Note 5 | | 3,357,311 | 3,357,311 |
| Deficit | | (3,909,329) | (3,827,270) |
| | | <hr/> | <hr/> |
| | | (552,018) | (469,959) |
| | | <hr/> | <hr/> |
| | | \$ 219,057 | \$ 208,330 |
| | | <hr/> | <hr/> |

APPROVED BY THE DIRECTORS:

"Raymond Roland", Director

"James Boyce", Director

SEE ACCOMPANYING NOTES

PACIFIC TOPAZ RESOURCES LTD.
INTERIM CONSOLIDATED STATEMENTS OF LOSS AND DEFICIT
for the three and six months ended May 31, 2003 and 2002
(Unaudited- Prepared by Management)

| | Three months ended May 31, | | Six months ended May 31, | |
|----------------------------------|----------------------------|--------------|--------------------------|--------------|
| | <u>2003</u> | <u>2002</u> | <u>2003</u> | <u>2002</u> |
| Administrative expenses | | | | |
| Amortization | \$ 1,092 | \$ 1,564 | \$ 2,178 | \$ 3,127 |
| Automobile | 1,947 | 1,471 | 3,157 | 2,403 |
| Bank charges and interest | 16,354 | 13,482 | 28,493 | 14,548 |
| Filing fees | 637 | 3,279 | 1,233 | 3,279 |
| Management fees | 7,500 | 15,000 | 15,000 | 15,000 |
| Office and miscellaneous | 742 | 623 | 1,217 | 890 |
| Professional fees | 2,000 | 3,310 | 9,987 | 7,060 |
| Rent | 9,000 | 13,500 | 18,000 | 18,000 |
| Transfer agent fees | 866 | 821 | 1,437 | 1,327 |
| Travel and promotion | 37 | 70 | 1,357 | 472 |
| | <hr/> | <hr/> | <hr/> | <hr/> |
| Net loss for the period | 40,175 | 45,620 | 82,059 | 66,106 |
| | <hr/> | <hr/> | <hr/> | <hr/> |
| Deficit, beginning of the period | 3,869,154 | 3,471,187 | 3,827,270 | 3,450,701 |
| | <hr/> | <hr/> | <hr/> | <hr/> |
| Deficit, end of the period | \$ 3,909,329 | \$ 3,516,807 | \$ 3,909,329 | \$ 3,516,807 |
| | <hr/> | <hr/> | <hr/> | <hr/> |
| Basic and diluted loss per share | \$ 0.01 | \$ 0.005 | \$ 0.011 | \$ 0.01 |
| | <hr/> | <hr/> | <hr/> | <hr/> |

SEE ACCOMPANYING NOTES

PACIFIC TOPAZ RESOURCES LTD.
INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
for the three and six months ended May 31, 2003 and 2002
(Unaudited-Prepared by Management)

| | Three months ended May 31, | | Six months ended May 31, | |
|--|----------------------------|--------------|--------------------------|--------------|
| | <u>2003</u> | <u>2002</u> | <u>2003</u> | <u>2002</u> |
| Operating Activities | | | | |
| Net loss for the period | \$ (40,175) | \$ (45,620) | \$ (82,059) | \$ (66,106) |
| Add items not affecting cash: | | | | |
| Amortization | 1,092 | 1,564 | 2,178 | 3,127 |
| | (39,083) | (44,056) | (79,881) | (62,979) |
| Changes in non-cash working capital items related to operations: | | | | |
| Accounts receivable | (1,365) | (2,086) | (7,792) | (3,316) |
| Prepaid expenses | (1,079) | - | (3,033) | - |
| Accounts payable | 42,234 | 48,745 | 88,555 | 62,816 |
| Note payable | - | 870 | - | 1,490 |
| Due to related parties | - | - | 4,232 | - |
| | 707 | 3,473 | 2,081 | (1,989) |
| Investing Activities | | | | |
| Increase in resource property | (1,755) | - | (2,713) | (5,255) |
| Increase (decrease) in cash during the period | (1,048) | 3,473 | (632) | (7,244) |
| Cash, beginning of period | 1,134 | 66 | 718 | 10,783 |
| Cash, end of period | \$ 86 | \$ 3,539 | \$ 86 | \$ 3,539 |
| Supplemental disclosure of cash flow information: | | | | |
| Cash paid for: | | | | |
| Interest | \$ - | \$ - | \$ - | \$ - |
| Income Taxes | \$ - | \$ - | \$ - | \$ - |

SEE ACCOMPANYING NOTES

PACIFIC TOPAZ RESOURCES LTD.
NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
May 31, 2003 and 2002
(Unaudited-Prepared by Management)

Note 1 Nature and Continuance of Operations

The company is in the development stage and is in the process of exploring its resource properties and has not yet determined whether these properties contain ore reserves that are economically recoverable. The recoverability of amounts shown for resource properties and related deferred exploration expenses is dependent upon the discovery of economically recoverable reserves and confirmation of the company's interest in the underlying mineral claims, the ability of the company to obtain necessary financing to satisfy the expenditure requirements and to complete the development of properties and upon future profitable production or proceeds from the disposition thereof.

These interim financial statements have been prepared on a going concern basis. The company has a working capital deficiency of \$572,401 as at May 31, 2003. Its ability to continue as a going concern is dependent upon the ability of the company to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due.

Note 2 Interim Financial Statements

The interim financial statements of the company have been prepared in accordance with Canadian generally accepted accounting principles. The preparation of financial statements in conformity with Canadian generally accepted accounting principals requires management to make estimates and assumptions that affect amounts reported in the financial statements and accompanying notes. Actual results may differ from these estimates.

The interim financial statements have, in management's opinion, been properly prepared within reasonable limits of materiality and within the framework of the significant accounting policies summarized below:

(a) Principles of Consolidation

These interim consolidated financial statements include the accounts of the company and its wholly owned subsidiary, 603487 B.C. Ltd. and wholly-owned inactive subsidiary, Ballad Investments Ltd. All inter-company accounts have been eliminated.

(b) Capital Assets

Capital assets are recorded at cost. The company provides for amortization over their estimated lives using the declining balance method at the annual rate of 30%.

PACIFIC TOPAZ RESOURCES LTD.
NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
May 31, 2003 and 2002
(Unaudited-Prepared by Management)

Note 2 Summary of Significant Accounting Policies - (cont'd)

(c) Resource Properties

The acquisitions of resource properties are initially recorded at cost. Producing resource properties are depleted over their estimated useful lives based upon a method relating recoverable resource reserves to production. Non-producing resource properties are evaluated each period to determine if a write-down is required or are written-off in the year of abandonment.

(d) Deferred Exploration Costs

The company capitalizes all exploration costs that result in the acquisition and retention of resource properties or an interest therein. The accumulated costs including applicable exploration costs relative to non-productive resource properties are evaluated each year to determine if a write-down is required or are written off in the year of abandonment. Otherwise, the exploration costs are depleted over the estimated useful lives of the producing resource properties based on a method relating recoverable reserves to production.

(e) Loss Per Share

Basic loss per share is computed by dividing the loss for the year by weighted average number of common shares outstanding during the year. Diluted earnings per share reflect the potential dilution that could occur if potentially dilutive securities were exercised or converted to common stock.

It is suggested that these Interim Consolidated Financial Statements be read in conjunction with the Company's annual November 30, 2002 audited financial statements.

Note 3 Capital Assets

| | <u>May 31, 2003</u> | | | <u>May 31, 2002</u> |
|--------------------|---------------------|-------------------------------------|------------------|---------------------|
| | <u>Cost</u> | <u>Accumulated Amortization</u> | <u>Net</u> | <u>Net</u> |
| Automobile | \$ 34,167 | \$ 22,071 | \$ 12,096 | \$ 17,281 |
| Computer equipment | 1,247 | 928 | 319 | 441 |
| | <u>\$ 35,414</u> | <u>\$ 22,999</u> | <u>\$ 12,415</u> | <u>\$ 17,722</u> |

PACIFIC TOPAZ RESOURCES LTD.
NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
May 31, 2003 and 2002
(Unaudited-Prepared by Management)

Note 4 Resource Properties

| <u>Acquisition Costs</u> | <u>Acquisition Consideration</u> | <u>May 31, 2003</u> | <u>2002</u> |
|---------------------------------------|--------------------------------------|-------------------------|-------------------|
| Nugget Queen claim group | Cash | \$ 175,000 | \$ 175,000 |
| Bo Lake claim group | Cash | - | 25,000 |
| | Shares | - | 40,000 |
| | | <u>175,000</u> | <u>240,000</u> |
| <u>Deferred Exploration Costs</u> | | | |
| Bo Lake claims group | | - | 98,510 |
| Nugget Queen claim group | | 7,968 | 5,255 |
| | | <u>7,968</u> | <u>103,765</u> |
| | | <u>\$ 182,968</u> | <u>\$ 343,765</u> |

Nugget Queen Claim Group

By a property purchase agreement dated April 29, 1999 and amended April 2002, the company acquired a 100% undivided interest in 24 contiguous mineral claims located in the Vancouver Mining Division of British Columbia for the following consideration:

i) **Common Shares**

Issuance of 100,000 common shares of the company for a value of \$29,000.

ii) **Cash**

Payment of \$207,500 to the vendor as follows:

i) \$57,500 paid; and

ii) \$175,000 by May 1, 2004 (disclosed as long-term debt).

iii) **Work Commitment**

Incurring \$200,000 in exploration expenditures by May 1, 2005:

This agreement is subject to a 2.5% net smelter return royalty.

During the year ended November 30, 2001, the Company recorded a loss on write-down of \$109,781 on these mineral claims.

PACIFIC TOPAZ RESOURCES LTD.
NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
May 31, 2003 and 2002
(Unaudited-Prepared by Management)

Note 4 Resource Properties – (cont'd)

Bo Lake Claim Group

By a property option agreement dated October 19, 2000, the Company acquired the right to earn up to a 50% interest in 109 mineral claims located approximately 90 miles Northwest of Thunder Bay, Ontario. The target minerals are platinum/palladium. Due to exploration results and low palladium prices the Company abandoned the mineral claims and incurred a write-down of \$163,510 during the year ended November 30, 2002.

Note 5 Share Capital

(a) Authorized:

100,000,000 common shares without par value

(b) Issued:

| | <u>Number</u> | <u>\$</u> |
|---|---------------|-----------|
| Balance, November 30, 2001, November 30, 2002 and May 31, 2003 | 7,481,413 | 3,317,311 |

(c) Escrow

At February 28, 2003, the company's transfer agent holds 87,499 common shares in escrow. The release of these shares is subject to regulatory approval.

Note 6 Related Party Transactions

At May 31, 2003, accounts payable include \$21,232 (2002: \$17,178) owing to the directors of the company or companies with a common director.



**British Columbia
Securities Commission**

**QUARTERLY AND YEAR END REPORT
BC FORM 51-901F (previously Form 61)**

Freedom of Information and Protection of Privacy Act: The personal information requested on this form is collected under the authority of and used for the purpose of administering the *Securities Act*. Questions about the collection or use of this information can be directed to the Supervisor, Financial Reporting (604-899-6731), P.O. Box 10142, Pacific Centre, 701 West Georgia Street, Vancouver, BC V7Y 1L2. Toll Free in British Columbia 1-800-373-6393.

INCORPORATED AS PART OF:

_____ Schedule A

 X Schedule B and C
(place X in appropriate category)

ISSUER DETAILS

| | | |
|-------------------------------------|---------------------|----------------------------|
| NAME OF ISSUER | FOR QUARTER ENDED | DATE OF REPORT YY/MM/DD |
| PACIFIC TOPAZ RESOURCES LTD. | May 31, 2003 | 2003/07/30 |

ISSUER'S ADDRESS **905 West Pender Street, Suite 501**

| | | | | |
|------------------------|--------------------|----------------|---------------------|-----------------------|
| CITY | PROVINCE | POSTAL CODE | ISSUER FAX NO. | ISSUER TELEPHONE NO. |
| Vancouver | BC | V6C 1L6 | 604-669-5886 | 604-669-5819 |
| CONTACT PERSON | CONTACT'S POSITION | | | CONTACT TELEPHONE NO. |
| Raymond Roland | Director | | | 604-669-5819 |
| CONTACT E-MAIL ADDRESS | | | WEB SITE ADDRESS | |
| N/A | | | N/A | |

CERTIFICATE

The three schedules required to complete this Report are attached and the disclosure contained therein has been approved by the Board of Directors. A copy of this Report will be provided to any shareholder who requests it.

| | | |
|----------------------|-----------------------|-------------------------|
| "Ray Roland" | RAYMOND ROLAND | 2003/07/30 |
| DIRECTOR'S SIGNATURE | PRINT FULL NAME | DATE SIGNED YY/MM/DD |
| "James Boyce" | JAMES BOYCE | 2003/07/30 |
| DIRECTOR'S SIGNATURE | PRINT FULL NAME | DATE SIGNED YY/MM/DD |

(Electronic signatures should be entered in "quotations")

PACIFIC TOPAZ RESOURCES LTD.
QUARTERLY REPORT – FORM 51
for the six months ended May 31, 2003

Schedule A. Financial Statements
– See consolidated financial statements attached

Schedule B. Supplementary Information

1. Analysis of expenses and deferred exploration costs

General and administrative expenses

– See consolidated financial statements attached

Acquisition and deferred exploration costs

| | Nugget Queen Claims |
|-----------------------------|------------------------|
| Balance, November 30, 2002 | \$ 180,255 |
| Deferred exploration costs: | |
| Geological consulting | 2,455 |
| Assessment fees | 258 |
| | 958 |
| Balance, May 31, 2003 | \$ 182,968 |

2. Related party transactions:
– See Note 6 to the consolidated financial statements attached

3. Summary of securities issued and options granted during the period:

a) Common shares issued during the period: Nil

b) Summary of options granted: Nil

4. Summary of securities as at the end of the reporting period:

a) Description of authorized share capital including number of shares for each class
– See Note 5 to the consolidated financial statements

b) Number and recorded value for shares issued and outstanding
– See Note 5 to the consolidated financial statements

4. Summary of securities as at the end of the reporting period: - (Cont'd)

- c) Description of options, warrants and convertible securities outstanding including number or amount exercise or conversion price and expiry date, and any recorded value
 - See Note 5 to the consolidated financial statements
 - d) Number of shares in each class of shares subject to escrow or pooling agreements
 - See Note 5 to the consolidated financial statements
- 5. List the names of the directors and officers: Marvin Palmer, President and Director
James Boyce, Director
Neil Palmer, Secretary and Director
John Rizzuti, Director
Raymond Roland, Director

Schedule C Management Discussion
– See attached

PACIFIC TOPAZ RESOURCES LTD.
QUARTERLY REPORT – FORM 51
for the six months May 31, 2003

Schedule C. Management Discussion

NATURE OF BUSINESS

Pacific Topaz Resources Ltd. ("Pacific Topaz") is a venture capital company with a mineral exploration business. Pacific Topaz is exploring for gold and silver on its Queen Nugget Gold/Silver claims located on Vancouver Island, British Columbia, Canada. All of Pacific Topaz's mineral property interests are in the exploration stage and there is no current operating income or cash flow. Pacific Topaz relies on the sale of its securities either by way of private placement or brokered financing to fund its property acquisitions and exploration programs.

Pacific Topaz also continues to review business opportunities outside the resource sector in particular the entertainment industry including all facets of the production and distribution of entertainment related products and their Internet applications.

RESULTS OF OPERATIONS

Pacific Topaz incurred a net loss of \$82,059 for the period ended May 31, 2003 as compared to a loss of \$66,106 for the comparative period ending May 31, 2002. The increase in expenses from the comparative period was due mainly to increases in office, administrative expenses, professional fees and costs associated with review of business opportunities.

RESOURCE PROPERTY INTERESTS

Queen Nugget Gold/Silver Property, British Columbia, Canada.

Pacific Topaz may acquire a 100% interest, subject to a 2.5% net smelter return royalty, in two mineral claims known as the Queen Nugget Gold/Silver Claims pursuant to a property purchase agreement. The Queen Nugget claims are located approximately 35 kilometres Northeast of Port Hardy, British Columbia in a favourable geologic environment for quartz vein hosted gold deposits. Pacific Topaz continues to explore this property for gold and silver.

The Company has re-negotiated the terms of the option agreement and has received a deferment of obligations while resource markets recover. To earn a 100% interest in the claims, Pacific Topaz issued 100,000 shares in its capital stock, and was required to pay \$207,500 (\$175,000 still owing) over two years and incur exploration expenditures on the claims of at least \$400,000 over 3.5 years. The renegotiated terms require the remaining \$175,000 to be paid by May 2004 and exploration expenditures of \$200,000 to be incurred by May 2005.

INVESTOR RELATIONS ACTIVITIES

No investor relations activities were undertaken by or on behalf of Pacific Topaz during the period.

OUTLOOK

Pacific Topaz plans to increase exploration activity at the Queen Nugget Gold/Silver Property.

PACIFIC TOPAZ RESOURCES LTD.

501 - 905 West Pender Street
Vancouver, B.C. V6C 1L6
Telephone: (604)682-7159
Fax: (604)669-5886

July 30, 2003

Trading Symbol: PPZ
12g3-2(b): 82-1285

NEWS RELEASE

Pacific Topaz Resources Ltd. is pleased to announce that its unaudited interim financial statements for the six-month period ended May 31, 2003 have been filed. Pacific Topaz Resources Ltd. incurred a net loss of \$82,059 (\$0.011 per share) for the period ended May 31, 2003, as compared to a loss of \$66,106 (\$0.010 per share) for the period ended May 31, 2002. The increase in net loss for the most recent fiscal period was due primarily to an increase in administrative expenditures, professional fees and costs associated with review of business opportunities.

PACIFIC TOPAZ RESOURCES LTD.

per: "Raymond Roland"
Raymond Roland, Director

The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of the content of this News Release.

BC FORM 53-901F***SECURITIES ACT*****MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE B.C. SECURITIES ACT AND 118(1) OF THE ALBERTA SECURITIES ACT****Item 1. Reporting Issuer**

Pacific Topaz Resources Ltd.
501 - 905 West Pender Street
Vancouver, BC V6C 1L6

Item 2. Date of Material Change

July 31, 2003

Item 3. Press Release

Press Release dated July 30, 2003 and disseminated to the Vancouver Stockwatch Magazine, B.C. Securities Commission, Alberta Securities Commission and Market News Publishing.

Place of Issuance: Vancouver, British Columbia.

Item 4. Summary of Material Change

The Issuer announces filing of its interim financial statements and financial results for the period ended May 31, 2003.

Item 5. Full Description of Material Change

The Issuer is pleased to announce that its unaudited interim financial statements for the six-month period ended May 31, 2003 have been filed. The Issuer incurred a net loss of \$82,059 (\$0.011 per share) for the period ended May 31, 2003, as compared to a loss of \$66,106 (\$0.010 per share) for the period ended May 31, 2002. The increase in net loss for the most recent fiscal period was due primarily to an increase in administrative expenditures, professional fees and costs associated with review of business opportunities.

Item 6. Reliance on Section 85(2) of the B.C. Act and 118(2) of the Alberta Act

The Issuer is not relying on Section 85(2) of the B.C. Act or 118(2) of the Alberta Act.